

**BROWNFIELD PARTNERS, LLC**

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*Environmental Consultants to the Debtors*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	
	:	Chapter 11
<b>MOTORS LIQUIDATION COMPANY, <i>et al.</i>,</b>	:	
<b>f/k/a General Motors Corp., <i>et al.</i></b>	:	Case No. 09-50026 (REG)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**FIFTH INTERIM AND FINAL APPLICATION COVERSHEET OF BROWNFIELD  
PARTNERS, LLC AS ENVIRONMENTAL CONSULTANTS TO THE DEBTORS  
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Name of Applicant:	Brownfield Partners, LLC
Role in Case:	Environmental Consultants to the Debtors
Date of Retention:	June 19, 2009 ( <i>nunc pro tunc</i> to June 1, 2009)
Fifth Compensation Period:	October 1, 2010 through March 29, 2011
Final Compensation Period:	June 1, 2009 through March 29, 2011
Amount of Compensation sought as actual, reasonable and necessary for the Fifth Interim Period:	\$152,616.00
Amount of Expense Reimbursement sought as actual, reasonable and necessary for the Fifth Interim Period:	\$6,966.30
Amount of Compensation sought as actual, reasonable and necessary for the Final Period:	\$1,223,102.63
Amount of Expense Reimbursement sought as actual, reasonable and necessary for the Final Period:	\$85,798.37

ME1 9764186v.1

ME1 9764186v.1

***Prior Fee Applications:***

<i>Date Filed</i>	<i>Period Covered</i>	<i>Fees Requested</i>	<i>Expenses Requested</i>	<i>Date Approved</i>	<i>Fees Allowed</i>	<i>Expenses Allowed</i>
11/16/09	1 <sup>st</sup> Fee Application 06/01/09 - 09/30/09	213,914.75	16,294.80	07/22/10	212,525.75	14,768.99
03/17/10	2 <sup>nd</sup> Fee Application 10/01/09 - 01/31/10	381,757.40	27,480.81	07/22/10	371,967.65	24,849.50
08/05/10	3 <sup>rd</sup> Fee Application 02/01/10 - 05/31/10	416,398.80	14,930.47	01/19/11	404,664.58	14,856.64
11/15/10	4 <sup>th</sup> Fee Application 06/01/10 - 09/30/10	58,415.68	20,125.99	01/19/11	58,415.68	1,938.00
05/15/11	5 <sup>th</sup> and Final Fee Application 10/01/10 - 3/29/11	152,616.00	6,966.30			
		<b>1,223,102.63</b>	<b>85,798.37</b>		<b>1,047,573.66</b>	<b>56,413.12</b>

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UNITED STATES BANKRUPTCY COURT  
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In re:	:	
	:	Chapter 11
<b>MOTORS LIQUIDATION COMPANY, <i>et al.</i>,</b>	:	
<b>f/k/a General Motors Corp., <i>et al.</i></b>	:	Case No. 09-50026 (REG)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

**FIFTH INTERIM AND FINAL APPLICATION OF BROWNFIELD  
PARTNERS, LLC AS ENVIRONMENTAL CONSULTANTS TO THE DEBTORS  
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES  
FOR THE PERIOD FROM OCTOBER 1, 2010 THROUGH MARCH 29, 2011  
AND FROM JUNE 1, 2009 THROUGH MARCH 29, 2011, RESPECTIVELY  
AND FOR THE RELEASE OF ALL HOLDBACKS FROM ALLOWED COMPENSATION**

Brownfield Partners, LLC (“Brownfield Partners”), as Environmental Consultants to Motors Liquidation Company (f/k/a General Motors Corporation) (“GM”) and its affiliated debtors, as debtors in possession (collectively, the “Debtors”), hereby submits its Fifth and Final Application (the “Fifth and Final Application”) for (i) approval and allowance of its interim fees and expenses incurred during the fifth interim period of October 1, 2010 through March 29, 2011 (the “Fifth Interim Period”) in the amount of \$152,616.00 and reimbursement of expenses in the amount of \$6,966.30; (ii) approval and allowance of its final fees and expenses requested for the final period of June 1, 2009 through March 29, 2011 (the “Final Period”), in the amount of \$1,223,102.63 and reimbursement of expenses in the amount of \$85,798.37; and (iii) approval of the release of all holdbacks from allowed and requested fees that have accrued during the Final Period. This Fifth and Final Fee Application is filed pursuant to §§ 328(a), 330(a) and 331 of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016(a) of the

Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the United States Trustee Guidelines for Reviewing Application for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. §330, adopted on January 30, 1995 (the “UST Guidelines”), General Order M-389, Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (the “Local Guidelines”) adopted by the Court on November 25, 2009, and the Order Pursuant to 11 U.S.C. §§105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, entered in these cases on August 7, 2009 (Docket No. 3711) the (“Compensation Procedure Order” and, collectively with the UST Guidelines and the Local Guidelines, the “Guidelines”). In support of the Fifth and Final Application, Brownfield Partners respectfully represents as follows:

### **JURISDICTION AND VENUE**

1. On August 7, 2009, the Court signed the Compensation Procedures Order. The Compensation Procedures Order states, *inter alia*,

Commencing with the period ending September 30, 2009, and at four month intervals thereafter (the “Interim Fee Period”), each of the retained professionals as set forth in paragraphs 3 and 4 herein (the “Retained Professionals”) shall file with the Court an application (an “Interim Fee Application”) for interim Court approval and allowance, pursuant to sections 330 and 331 of the Bankruptcy Code (as the case may be) of the compensation and reimbursement of expenses requested in the Monthly Statements served during such Interim Fee Period. Each Retained Professional shall file its Interim Fee Application no later than 45 days after the end of the Interim Fee Period.

Compensation Procedures Order at 4.

2. This Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue of the Debtors’ Chapter 11 cases and this Fifth and Final Application in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

### **BACKGROUND**

3. On June 1, 2009 (the “Petition Date”), the Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. Prior to the Confirmation of the Plan (defined below), the

Debtors continued to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

4. On July 21, 2009, the Debtors filed an application (the “Retention Application”) pursuant to 11 U.S.C. §§ 327(a) and 328(a) and Fed. R. Bankr. P. 2014 authorizing the retention and employment of Brownfield Partners as an environmental management and consulting services provider in connection with these Chapter 11 cases, and to assist the Debtors in determining the costs of actual or potential environmental liabilities arising from the Debtors’ prepetition, historic operations. The Debtors sought to employ and retain Brownfield Partners pursuant to the terms of the agreement between the Debtors and Brownfield Partners dated and effective as of June 15, 2009 (the “Engagement Letter”). More specifically, Brownfield Partners has been retained by the Debtors, inter alia, because of its expertise in planning and implementing the productive reuse of real estate and property affected by environmental contamination, to lead the remediation cost estimate process, to identify and resolve environmental and regulatory issues on the Debtors’ properties, to establish and maintain positive regulatory relationships for cost negotiation purposes through face to face meetings with regulators, to analyze GM site separation and subdivision documents, to ensure material environmental issues are being properly considered and addressed, to assist in the crafting and structure of an environmental remediation trust, and to assist with the settlement of claims made against the Debtors’ estate. The work and projects undertaken by Brownfield Partners on behalf of the Debtors in these Chapter 11 cases are not duplicative of the other retained environmental professionals in these cases.

5. On August 3, 2009, the Court entered an Order authorizing the Debtors to retain and employ Brownfield Partners *nunc pro tunc* to the Petition Date.

6. On September 14, 2009, the Court entered an Order amending the terms of the Engagement Letter with Brownfield Partners.

7. On March 19, 2010, the Court entered a supplemental Order amending the terms of the Engagement Letter with Brownfield Partners and increasing the Fee Cap to \$1,100,000.00.

8. On December 8, 2010, the Debtors' filed their Amended Joint Chapter 11 Plan (the "Plan") and the Disclosure Statement (the "Disclosure Statement").

9. On December 17, 2010, the Court entered a supplemental Order amending the terms of the Engagement Letter with Brownfield Partners and increasing the Fee Cap to \$1,300,000.00.

10. On March 29, 2011, the Court entered an Order confirming the Debtors' Plan pursuant to section 1129 of the Bankruptcy Code.

### **RELIEF REQUESTED**

11. Brownfield Partners submits this Fifth and Final Application in accordance with §§ 328, 330 and 331 of the Bankruptcy Code. All services for which Brownfield Partners requests compensation were performed for, or on behalf of, the Debtors.

12. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amounts requested for compensation and expense reimbursement are fair and reasonable given: (a) the complexity of these cases; (b) the time expended; (c) the nature and extent of the services rendered; (d) the value of such services; and (e) the costs of compatible services other than in a case under this title.

13. Given the nature and value of the necessary and beneficial services provided by Brownfield Partners to the Debtors, as described herein, the amounts sought in this Fifth and Final Application are fair and reasonable under Section 330 of the Bankruptcy Code, and approval of the compensation requested herein is warranted.

14. Section 330(a)(1)(B) of the Bankruptcy Code authorizes "reimbursement for actual, necessary expenses," incurred by professionals employed in Chapter 11 Cases. 11 U.S.C. §330(a)(1)(B). Brownfield Partners only seeks reimbursement for actual costs incurred in-house and by third-party vendors.

15. Brownfield Partners have received no payment and no promises of payment from any other source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Fifth and Final Fee Application.

16. There is no agreement or understanding between Brownfield Partners and any other person for the sharing of compensation to be received for services rendered in these cases other than the agreement with D. McMurtry & Associates, LLC who are providing support to Brownfield Partners as properly disclosed in the Retention Application.

**A. Fifth Interim Period**

17. In connection with the professional services described below, by this Fifth and Final Application, Brownfield Partners seeks allowance of compensation during the Fifth Interim Period in the amount of \$152,616.00 and expense reimbursement in the amount of \$6,966.30.

18. Pursuant to the Compensation Procedures Order, all professionals retained in these cases were authorized to serve a monthly fee statement (the "Fee Statement") seeking on a monthly basis, compensation for professional services rendered and reimbursement of expenses incurred. In the absence of any objection to the Fee Statement, the Debtors were authorized to pay 80% of the professional fees requested and 100% of the expenses requested. A tabulation of fees and expenses incurred, as well as payments received by Brownfield Partners, for the Fee Statements that were served during the Fifth Interim Period is as follows:

<b>Invoice No.</b>	<b>Period Covered</b>	<b>Fees</b>	<b>Expenses</b>	<b>80% of Fees</b>	<b>100% of Expenses</b>	<b>Payments Received</b>
2732	10/01/10 - 10/31/10	16,335.00	1,786.48	13,068.00	1,786.48	14,854.48
2739	11/01/10 - 11/30/10	19,095.00	0.00	15,276.00	0.00	15,276.00
2744	12/01/10 - 12/31/10	32,652.00 <sup>1</sup>	1,537.37	27,658.97	1,537.37	26,818.97
2745	01/01/11 - 01/31/11	31,020.00	1,761.99	24,816.00	1,761.99	26,577.99
2751	02/01/11 - 02/28/11	23,154.00 <sup>2</sup>	1,880.46	20,403.66	1,880.46	0.00
2750	03/01/11 - 03/31/11	30,360.00	0.00	24,288.00	0.00	0.00
<b>TOTAL:</b>		<b>152,616.00</b>	<b>6,966.30</b>	<b>125,510.63</b>	<b>6,996.30</b>	<b>83,527.44</b>

<sup>1</sup> In the monthly invoice for December \$200/hr was used instead of the approved \$300/hr for 10.5 hours of time for Mary Hashem. As a result the monthly invoice understated the actual cost by \$1,050.00. The values listed in this Fifth and Final Fee Application include the understated amount.

<sup>2</sup> In the monthly invoice for February \$200/hr was used instead of the approved \$300/hr for 1.1 hours of time for Mary Hashem and 1.5 hours for Stuart Miner. As a result the monthly invoice understated the actual cost by \$260.00. The values listed in this Fifth and Final Fee Application include the understated amount.

19. Brownfield Partners prepared and served the Fee Statements in accordance with the Compensation Procedures Order. As of the date herein, no objections have been received to the Fee Statements.

**B. Final Period**

20. In connection with the professional services rendered to the Debtors as described below and the interim fee applications previously filed with the Court, by this Fifth and Final Application, Brownfield Partners seeks allowance of compensation during the Final Period in the amount of \$1,223,102.63 and expense reimbursement in the amount of \$85,798.37. The Final Fee Period covers the following interim fee applications:

<i>Date Filed</i>	<i>Period Covered</i>	<i>Fees Requested</i>	<i>Expenses Requested</i>	<i>Fees Allowed</i>	<i>Expenses Allowed</i>	<i>Payments Received</i>	<i>Holdbacks/ Remaining Balances<sup>3</sup></i>
11/16/09 [Docket No. 4457]	1 <sup>st</sup> Fee Application 06/01/09 - 09/30/09	213,914.75	16,294.80	212,525.75	14,768.99	206,042.17	21,252.57
03/17/10 [Docket No. 5291]	2 <sup>nd</sup> Fee Application 10/01/09 - 01/31/10	381,757.40	27,480.81	371,967.65	24,849.50	359,620.39	37,196.76
08/05/10 [Docket No. 6541]	3 <sup>rd</sup> Fee Application 02/01/10 - 05/31/10	416,398.80	14,930.47	404,664.58	14,856.64	347,085.75	72,435.47
11/15/10 [Docket No. 7759]	4 <sup>th</sup> Fee Application 06/01/10 - 09/30/10	58,415.68	20,125.99	58,415.68	1,938.00	66,858.33	(6,504.65)
05/15/11	5 <sup>th</sup> and Final Fee Application 10/01/10 - 3/29/11	152,616.00	6,966.30			83,527.44	76,054.86
<b>TOTALS</b>		<b>1,223,102.63</b>	<b>85,798.37</b>	<b>1,047,573.66</b>	<b>56,413.13</b>	<b>1,063,134.08</b>	<b>200,435.01</b>

**SUMMARY OF SERVICES RENDERED DURING THE FIFTH INTERIM PERIOD**

21. Attached as **Exhibit A** is a list of the Brownfield Partners professionals who worked on these cases during the Fifth Interim Period, along with their respective titles, and a summary of hours charged for the professionals whose services are being billed in connection with these cases. Attached as

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<sup>3</sup> As of May 9, 2011.



**Exhibit B** is a summary of hours incurred for each category of work performed by Brownfield Partners. Attached as **Exhibit C** is a summary of actual out-of-pocket expenses incurred during the Fifth Interim Period for each category of expenses. Attached as **Exhibit D1, D2, D3, D4, D5 and D6** are copies of each of the Fee Statements prepared by Brownfield Partners for the Fifth Interim Period and provided to the Debtors and certain other parties in accordance with the Compensation Procedure Order. Attached as **Exhibit E** is the certification of Stuart L. Miner with respect to the Fifth and Final Fee Application pursuant to the Guidelines.

22. The services rendered by Brownfield Partners during the Fifth Interim Period are reflected in the detailed time charges in the Fee Statements. The following is intended to serve only as a summary description of the primary services rendered by Brownfield Partners during the Fifth Interim Period:

- a. During the Fifth Interim Period, Brownfield Partners provided program management support to the Debtors for coordinating the work of the other environmental consultants in finalizing the cost estimates to manage and remediate Debtors' contaminated properties consistent with the Settlement Agreement filed by the Debtors and various government agencies on October 19, 2010 (the "Settlement Agreement");
- b. During the Fifth Interim Period, Brownfield Partners assisted the Debtors in developing cost tracking and project controls for the post-confirmation Environmental Remediation Trust (the "ERT") to own and manage the estates' owned properties and to hold funds for and perform environmental remediation and redevelopment;
- c. During the Fifth Interim Period, Brownfield Partners assisted the Debtors with the transition of administration to the ERT, including preparation of information to brief and assist the future Trustee;
- d. During the Fifth Interim Period, Brownfield Partners assisted the Debtors with estimating administrative costs for the ERT;
- e. During the Fifth Interim Period, Brownfield Partners assisted the Debtors in preparing estimates and reconciliations of past costs for the adjustments to the funding to the ERT on the Effective Date in accordance with the Settlement Agreement;
- f. During the Fifth Interim Period, Brownfield Partners assisted the Debtors with creation of 2011 Budgets for approval by State and EPA regulators for remediation activities;
- g. During the Fifth Interim Period, Brownfield Partners assisted the Debtors with regulatory and public presentations related to the Settlement Agreement;

- h. During the Fifth Interim Period, Brownfield Partners assisted the Debtors with updates to all remediation Scope of Work documents for consistency with the Settlement Agreement provisions; and
- i. During the Fifth Interim Period, Brownfield Partners assisted the Debtors with technical analyses and negotiations related to settlement of numerous general unsecured claims for environmental liabilities and natural resource damages.

**NOTICE**

23. Notice of this Fifth and Final Fee Application has been provided pursuant to the Compensation Procedures Order.

**WHEREFORE**, Brownfield Partners respectfully requests the Court enter an order granting the firm the following:

- i) approval and allowance of its interim fees and expenses incurred during the Fifth Interim Period from October 1, 2010 through March 29, 2011 in the amount of \$152,616.00 and reimbursement of expenses in the amount of \$6,966.30;
- ii) approval and allowance of its final fees and expenses allowed and requested for the Final Period from June 1, 2009 through March 29, 2011 in the amount of \$1,223,102.63 and reimbursement of expenses in the amount of \$85,798.37;
- iii) approval of the release of all holdbacks for all fees awarded to date; and
- iv) such other and further relief to Brownfield Partners as this Court may deem just and proper.

Dated: Denver, Colorado  
May 12, 2011

BROWNFIELD PARTNERS, LLC

/s/ Stuart L. Miner  
Stuart L. Miner, Partner  
475 17<sup>th</sup> Street, Suite 950  
Denver, CO 80202  
*Environmental Consultants to the Debtors*